

To Our Shareholders:

Stock code: 3475

January 9, 2019

Sumitomo Fudosan Nishi-shinjuku Building, 7-20-1,
Nishi-shinjuku, Shinjuku-ku, Tokyo

Good Com Asset Co.,Ltd.

President and CEO Yoshikazu Nagashima

Notice of Convocation of the 13th Ordinary General Meeting of Shareholders

I would like to take this opportunity to thank you for your support of Good Com Asset Co.,Ltd. (“Good Com Asset” or the “Company”). We will hold the 13th Ordinary General Meeting of Shareholders and request your attendance. The meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing. Please review the “Reference Documents for the General Meeting of Shareholders” that follows this notice, vote on the proposals by using the enclosed Voting Form, and return it by no later than Tuesday, January 29, 2019, 6:00 p.m.

Details

1. Date and Time	Wednesday, January 30, 2019 at 10 a.m. (Attendance registration begins at 9 a.m.)
2. Place	Sumitomo Fudosan Shinjuku Grand Tower 5F, 8-17-1, Nishi-shinjuku, Shinjuku-ku, Tokyo BELLESALLE Shinjuku Grand Conference Center
3. Meeting Agenda	Matters to be reported: 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 13th Fiscal Year (November 1, 2017 - October 31, 2018) 2. The results of audits conducted by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements for the 13th Fiscal Year (November 1, 2017 - October 31, 2018) Proposals to be resolved: Proposal No. 1: Appropriation of Retained Earnings Proposal No. 2: Partial Amendments to the Articles of Incorporation Proposal No. 3: Election of One Auditor Proposal No. 4: Election of One Substitute Auditor
4. Disclosure of Information Using the Internet	In accordance with laws and regulations and Article 15 of the Good Com Asset Articles of Incorporation, the following items that are required to be provided with this shareholders meeting notice are posted on the Company’s website (https://www.goodcomasset.co.jp/): consolidated statement of changes in equity, notes to the consolidated financial statements, non-consolidated statement of changes in equity and notes to the non-consolidated financial statements. As a result, this information is not included in this notice. Consequently, this notice includes only part of the documents that were audited by the Company’s auditors and the accounting auditor in order to prepare the audit report.

For those attending, please present the enclosed Voting Form at the reception desk on arrival at the meeting.

You are also requested to bring this notice to the meeting.

Please arrive well ahead of the starting time because the reception desk is crowded immediately prior to the start of the meeting.

Shareholders who attend the meeting will not receive any gifts from the Company. Thank you for your understanding.

If any amendment is made to the Reference Documents for the General Meeting of Shareholders, the Business Report and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on Good Com Asset’s website (<https://www.goodcomasset.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1

Appropriation of Retained Earnings

The listing of Good Com Asset stock was moved to the first section of the Tokyo Stock Exchange on April 24, 2018. Good Com Asset is very grateful to shareholders and others whose support helped make this accomplishment possible.

To express appreciation to shareholders, the Company asks shareholders to approve a year-end dividend of 35 yen per share. This is the sum of an ordinary dividend of 25 yen per share, which reflects results of operations in fiscal year ended October 31, 2018, and a commemorative dividend of 10 yen per share for the TSE first section stock listing.

Matters concerning year-end dividends

Type of dividend:

Cash

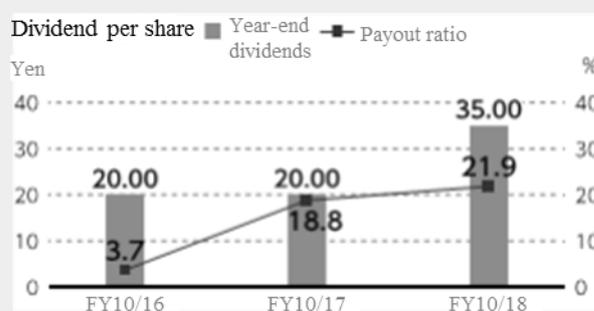
Dividend payment and total amount:

A dividend of **35 yen** per share of common stock (Ordinary dividend of 25 yen per share + commemorative dividend of 10 yen per share for the TSE first section stock listing)

Total amount of dividends will be **254,981,300 yen**

Effective date of distribution of retained earnings:

January 31, 2019



The Company conducted a 2-for-1 common stock split effective on May 1, 2017 and October 1, 2017. The dividend per share for the fiscal year ended October 31, 2016 (FY10/16) is the actual amount before the stock split.

Dividend policy

Good Com Asset determines the dividend based on results of operations and financial soundness as well as the need to retain earnings for strengthening business operations and making expenditures for growth in the future. The basic policy is to pay a dividend every fiscal year with a payout ratio of 30% as the guideline.

Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

- (1) More items are to be added to Article 2 concerning the purposes of business activities in order to prepare for the future diversification and growth of the business operations of the Good Com Asset Group.
- (2) In Article 18, which stipulates the number of directors, the number of directors is to be increased in order to strengthen management in anticipation of future growth of business operations.

2. Proposed amendments

The proposed amendments are as follows.

Underlined parts are amended.

Current Articles of Incorporation	Proposed amendments
<p>(Purpose)</p> <p>Article 2 The purposes of the Company are to engage in the following business activities.</p> <p>(1) to (2) (Omitted) (Newly established)</p> <p><u>(3) Design and construction of buildings</u></p> <p>(4) to (5) (Omitted) (Newly established)</p> <p>(6) (Omitted) (Newly established)</p> <p>(7) to (9) (Omitted)</p> <p>(10) Non-life insurance agency</p> <p>(11) (Omitted)</p>	<p>(Purpose)</p> <p>Article 2 The purposes of the Company are to engage in the following business activities.</p> <p>(1) to (2) (Remain unchanged)</p> <p><u>(3) Ownership, leasing and management of simple accommodations, Japanese inns, hotels, restaurants, sports facilities, for-profit senior care homes, and other facilities</u></p> <p><u>(4) Subcontracting, design, construction and supervision of civil engineering and building construction projects</u></p> <p>(5) to (6) (Remain unchanged)</p> <p><u>(7) Business activities in accordance with the Real Estate Specified Joint Enterprise Act</u></p> <p>(8) (Remain unchanged)</p> <p><u>(9) Financial instruments business</u></p> <p>(10) to (12) (Remain unchanged)</p> <p>(13) Non-life <u>and life</u> insurance agency</p> <p>(14) (Remain unchanged)</p>
<p>(Number of directors)</p> <p>Article 18 The Company shall have no more than <u>7</u> Directors.</p>	<p>(Number of directors)</p> <p>Article 18 The Company shall have no more than <u>8</u> Directors.</p>

Election of One Auditor

To strengthen auditing capabilities, the Company asks shareholders to elect one auditor in order to increase the number of auditors by one.

This proposal has received the consent of the Board of Auditors.

The candidate for Auditor is as follows:

New appointment	<h1>Kaoru Oda</h1> <p>Date of Birth: May 13, 1972</p>	No. of shares held:	- shares
Outside		Term of office as auditor:	- years
Independent		Attendance at the Board of Auditors:	- times

Past experience and positions

October 2001	Joined Asahi Audit Corporation (Currently KPMG AZSA LLC)
March 2012	Corporate Auditor of AltPlus Inc.
October 2015	Auditor of LMG, Inc. (to present)
July 2018	Corporate Auditor of Kaizen Platform, Inc. (to present)

Significant concurrent positions

Corporate Auditor of Kaizen Platform, Inc.

Reasons for nomination as a candidate for outside auditor

Although Ms. Oda has no experience in corporate management other than as an outside auditor, the Company has selected her as a candidate to be an outside auditor so that the auditing system can benefit from her professional knowledge as a certified public accountant and her many years of auditing experience.

- Notes:
1. No material conflict of interest exists between Ms. Oda and the Company.
 2. Ms. Oda is a candidate to be an outside auditor and meets the Company's standards for independence.
 3. Ms. Oda meets the independence requirements of the Tokyo Stock Exchange. If she is elected, the Company plans to designate her an independent auditor and submit notification of this status.
 4. If Ms. Oda becomes an auditor, the Company will enter into an agreement with her in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stated in Paragraph 1, Article 423 of the same Act. The contractual limit on liabilities will be the amount specified by laws and regulations.

Election of One Substitute Auditor

To be prepared for an insufficient number of auditor as prescribed by laws and regulations, the Company asks shareholders to elect the following candidate for substitute auditor.

This proposal has received the consent of the Board of Auditors.

The candidate for substitute auditor is as follows:

New appointment	Masatoshi Yasuda Date of Birth: June 19, 1967	No. of shares held:	- shares
Outside		Term of office as auditor:	- years
Independent		Attendance at the Board of Auditors:	- times

Past experience and positions

April 1990	Joined The Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)
November 2004	Representative Director of Kyowa Yasuda Co., Ltd. (currently YASUDA MANAGEMENT) (to present)
October 2011	Auditor of G-FACTORY CO.,LTD.
September 2012	Representative Partner of Yasuda AM Partners GK (to present)
March 2017	Director of G-FACTORY CO.,LTD. (to present)

Significant concurrent positions

Representative Director of YASUDA MANAGEMENT
Representative Partner of Yasuda AM Partners GK

Reasons for nomination as a candidate for substitute outside auditor

The Company selected Mr. Yasuda as a substitute outside auditor candidate based on the belief that Mr. Yasuda is qualified to be an auditor because of his knowledge of finance and accounting due mainly to his long experience at financial institutions.

- Notes: 1. Mr. Yasuda is the representative director of YASUDA MANAGEMENT and the Company has a contract with this company to receive business support services.
2. Mr. Yasuda is a candidate to be a substitute outside auditor and meets the Company's standards for independence.
3. Mr. Yasuda meets the independence requirements of the Tokyo Stock Exchange. If he is elected, the Company plans to designate him an independent auditor and submit notification of this status.
4. If Mr. Yasuda becomes an auditor, the Company will enter into an agreement with him in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stated in Paragraph 1, Article 423 of the same Act. The contractual limit on liabilities will be the amount specified by laws and regulations.

Reference

Independence criteria for independence of outside directors and auditors

The Company designates an outside director or auditor or a candidate for either of these positions as independent if, following an examination performed within reasonable limits, none of the following items is applicable.

1. Employment at the Good Com Asset Group

Currently employed or employed within the past 10 years as a manger (note 1) at the Company or a subsidiary or affiliated company

2. Employment at a company where a Good Com Asset manager is a director or auditor

Currently a manager at a company where a manager of the Company is a director of auditor

3. Significant business relationship

An individual who has a significant business relationship (note 2) with the Good Com Asset Group or is a manager of activities involving a significant business relationship

4. Major shareholder

An individual who effectively owns 10% or more of total voting rights of the Company or a manager of an entity that owns 10% or more of total voting rights

5. Accounting auditor

An individual who is employed at the auditing company that audits the Company's financial statements

6. Professional services

An individual or member of an organization that receives significant payments or other compensation (note 3) from the Good Com Asset Group, other than compensation as a director or auditor, for services or consulting as an attorney, certified public accountant, tax accountant, judicial scrivener, patent attorney, consultant or other role

7. Recipient of donations

An individual who receives significant donations (note 4) from the Good Com Asset Group or is a member of an organization that receives these donations

8. Related party in the past

An individual to whom any of items 2 through 7 have applied during the past five years

9. Close relatives

An individual within two generations of a family member to whom any of items 1 through 8 apply

Notes: 1. A manager is a director, executive or employee who conducts business operations.

2. A significant business relationship is a relationship with an individual or company where the Good Com Asset Group accounted for at least 5% of consolidated sales in the most recent fiscal year.

3. Significant payments or other compensation by the Good Com Asset Group is ¥10 million or more or an amount equal to at least 5% of the consolidated sales of the organization receiving the payments or other compensation in the most recent fiscal year.

4. A significant donation is ¥10 million or more or an amount equal to at least 5% of the consolidated sales of the organization receiving the donation in the most recent fiscal year.